

Palm State Blue Chip Fund

721 Imar Drive ~ Sun City Center, Florida 33573 ~
Phone 813-634-8181 ~ Fax 813-633-0421
Timothy D. Lucas ~ Manager

M99000000320

February 10, 1999

Registration Section
Division of Corporations
409 E. Gains St
Tallahassee, FL 32399

W99-4172

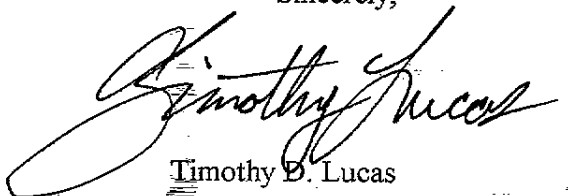
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Dear Sirs,

Enclosed please find the necessary paperwork and a check to register our foreign limited liability company to transact business in Florida.

We look forward to receiving a letter of acknowledgment.

Sincerely,


Timothy D. Lucas
Manager

LC
3-5-99

FILED
99 MAR -5 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. PALM STATE "BLUE CHIP" FUND, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3531818
(FBI number, if applicable)
4. 9-98
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 10-29-98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 721 IMAR DRIVE
SUN CITY CENTER, FL 33573
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
TIMOTHY D. LUCAS	MGR		
PALM STATE EQUITIES, INC			
721 IMAR DR.			
SUN CITY CENTER, FL 33573			

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____

PALM STATE "BLUE CHIP" FUND, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$100,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ _____;

(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$100,000.

(This total includes amounts from 2 and 3 above.)

Timothy Lucas, Managing Director

Signature of a member or an authorized representative of a member.
(In accordance with section 605.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

TIMOTHY LUCAS, MANAGING DIRECTOR

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Palm State "Blue Chip" Fund, LLC

2. The name and the Florida street address of the registered agent and office are:

Palm State Equities, Inc.
(Name)

721 Tamar Drive
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Sun City Center FL 33573
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Timothy Lucas, Managing Director
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

35

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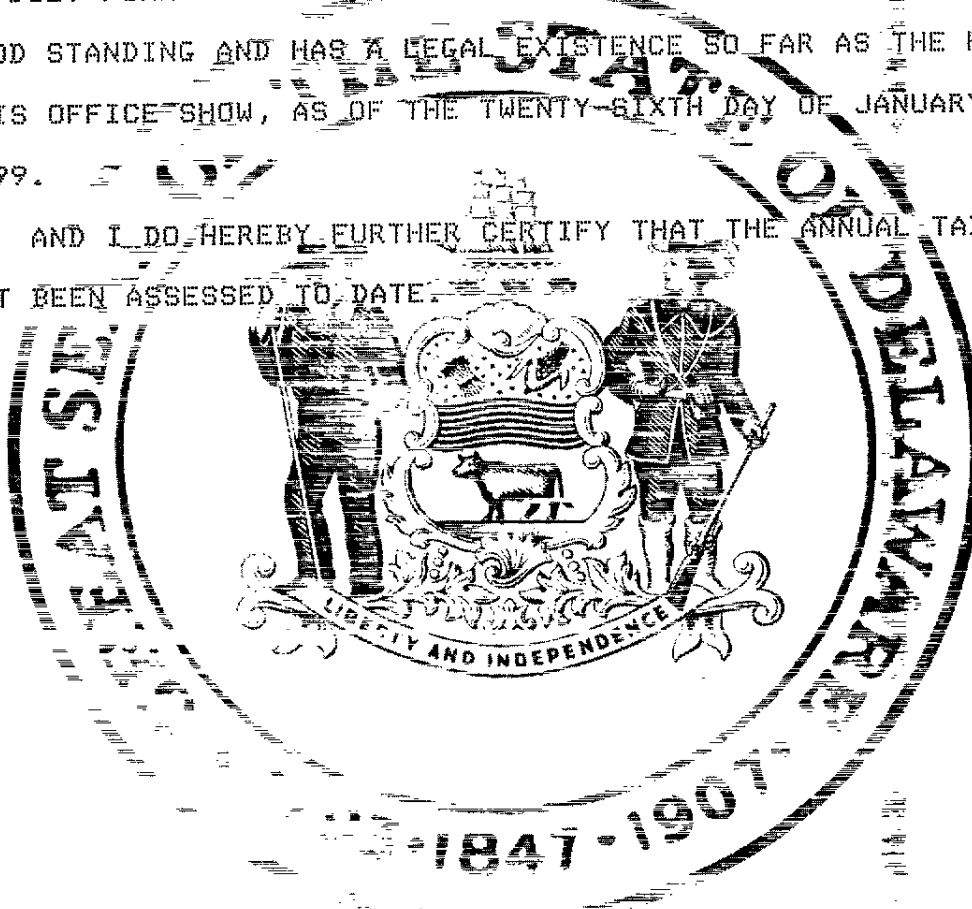
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM STATE "BLUE CHIP" FUND, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2941711 8300

DATE:

9542288

991032296

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